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CHARTERS

OF THE

PROVIDENCE AND WORCESTER

RAIL ROAD COMPANY.

State of Rhode-Island and Providence Plantations.

In General Assembly, May Session, A. D. 1844.

AN ACT

To incorporate the Providence and Worcester Rail Road Company.

It is enacted by the General Assembly as follows ;

Section 1. Amherst Everett, William Rhodes, Ebenezer Kelley, Josiah Whitaker, Alexander Duncan, Moses B. Ives, Harvey Chace, Christopher S. Rhodes, James Y. Smith, Joseph Carpenter, Isaac Thurber, Edward H. Sprague, William Jackson, Samuel Wood, John W. Lincoln, Welcome Farnum, George C. Ballou, Allen O. Peck, George W. Hallett, William Foster, Thomas Kinnicutt, Wilbur Kelley, Samuel Greene, Paul Whiting, Robert R. Stafford and Gamaliel L. Dwight, and their associates, successors, and assigns, be and they hereby are, made a corporation, by the name of the Providence and Worcester Railroad Company ; and they shall be capable in law to sue and be sued to final judgment and execution ; plead and be impleaded, defend and be defended against in any court of record, or in any other place whatever : to make, have and use a common seal, and the same to break or alter at pleasure ; and shall be and are hereby vested with all the powers, privileges and immunities which are or may be necessary to carry into effect the purposes and objects of this act as hereinafter set forth.

Sec. 2. The said corporation are hereby authorised and empowered, to locate, lay out, construct and finally complete a railroad ; commencing in the city of Providence ; thence to the line of the state of Massachuetts, at or near the village of Waterford ; with such lateral branches of said road to any factories or villages on the Blackstone River or its branches,

or the vicinity thereof, as the said company shall deem expedient: in such manner and form as they shall deem expedient. And for this purpose the said corporation are authorised to lay out their road not exceeding six rods wide through the whole length; and for the purpose of cutting embankments, and obtaining stone and gravel, may take as much more land as may be necessary for the proper construction and security of said road; provided that all damages that may be occasioned to any person, company or corporation, by taking of such land or materials for the purposes aforesaid, shall be paid for by said corporation, in manner hereinafter provided.

Sec. 3. The capital stock of said corporation shall consist of ten thousand shares, of one hundred dollars each; and the immediate government and direction of the affairs thereof shall be vested in not less than fifteen, nor more than twenty-five directors, who shall be chosen by the members of the corporation, in the manner hereinafter provided; and shall hold their offices for one year, and until others shall be duly elected and qualified to take their places as directors; a majority of whom shall form a quorum for the transaction of business; shall elect one of their own number as president of the board, who shall also be president of the corporation: and said directors shall have authority to choose a clerk, and a treasurer who shall give bond to the corporation with sureties to the satisfaction of the directors, for the faithful discharge of his trust.

Sec. 4. The President and directors for the time being, are hereby authorised and empowered, by themselves or their agents, to exercise all the powers herein granted to the corporation, for the purpose of locating, constructing and completing said railroad and its branches; and all such other powers and authority for the management of the affairs of the corporation, not heretofore granted as may be necessary and proper to carry into effect the objects of this grant; to purchase lands, materials and other necessary things in the name of the corporation, for the use of said road; to make such equal assessments, from time to time on all the shares in said corporation as they may deem expedient and necessary, in the progress and execution of the work; and direct the same to be paid

to the treasurer of the corporation; and the treasurer shall give notice of all such assessments; and in case any stockholder shall neglect to pay his assessment for the space of thirty days after notice by the treasurer of said corporation, the directors may order the treasurer to sell such share or shares at public auction, after giving not less than thirty days notice in one newspaper at least in this state, and the same shall be transferred to the purchaser; and such delinquent stockholder shall be entitled to the surplus, if his share or shares shall sell for more than the assessment due, with the interest and cost of sale; provided however, that no assessment shall be laid upon any shares in said corporation, of a greater amount in the whole, than one hundred dollars on each share.

Sec. 5. Said corporation shall have power to make, ordain and establish all such by-laws, rules and regulations for their own government, and for the management of their property and concerns as they shall deem expedient and necessary, to accomplish the designs and purposes, and to carry into effect the provisions of this act; and for the well ordering, regulating and securing the interests and affairs of the corporation; provided the same be not repugnant to the laws of this State. Stockholders, holding or representing by proxy, not less than twenty-five hundred shares, shall be necessary to constitute a legal meeting of the corporation.

Sec. 6. A toll is hereby granted and established for the sole benefit of said corporation, on all passengers and property, of all descriptions, which may be conveyed or transported upon said road; at such rates per mile, as may be agreed upon, and established from time to time, by the directors of said corporation; the transportation of persons and property, the construction of wheels, the form of cars and carriages, the weight of loads and all other matters and things in relation to the use of said road, shall be in conformity to such rules, regulations and provisions, as the directors shall from time to time prescribe and direct; and said road may be used by any persons who may comply with such rules and regulations; provided however, that if at the expiration of four years from and after the completion of said road, the net income or receipts from tolls and other profits, shall have amounted to more than twelve

per cent. per annum, upon the whole cost of the road and appurtenances, the general assembly may take measures to alter and reduce the rate of tolls and other profits, in such manner as to take off the overplus for the next four years; calculating the amount of transportation upon the road to be the same as the four preceding years; and at the expiration of every four years thereafter, the same proceedings may be had; and the rate of tolls may be raised in case the net receipts shall have been less than twelve per cent, during the preceding four years.

Sec. 7. The directors of said corporation for the time being, are hereby authorized to erect toll-houses, to establish gates, appoint toll gatherers, and demand and collect toll upon the road when completed and upon such parts thereof as shall from time to time be completed; and they shall from year to year, make a report to the General Assembly, of their acts and doings under the provisions of this act. And the books of said corporation shall be open for the inspection of a committee of the General Assembly, at their pleasure; and it shall be the duty of the treasurer of said corporation when required by the General Assembly to render an account of the receipts and expenditures of said rail-road, under oath.

Sec. 8. Whenever said corporation shall have located said railroad, or any part thereof, they may make report thereof to the court of common pleas then next to be holden within and for the county within which said location is made, at any term thereof; wherein they shall particularly describe the bearings of the intended route, or any section thereof so located, and the names of the owners of the lands through which the same may pass, so far as they can be ascertained; which report so made shall be placed on the files of said court and notice given thereof, to the owner or owners of the land embraced therein (if known) in such manner as the court shall direct, at the expense of said corporation; and said court shall thereupon appoint three discreet and disinterested persons of the said county, (vacancies, if any happen, to be filled by said court;) to estimate all damages which any person or persons whose lands are described or mentioned in such report, shall sustain; provided such railroad or any appendage or appurtenance thereof,

be constructed thereon. And the said commissioners before they proceed to execute their duties, shall be sworn to a faithful and impartial discharge thereof, and they shall give seasonable notice in such manner as said court shall direct, to all persons interested, to file their claims if any they have which have not been released to said corporation, with some one of said commissioners, or with the clerk of said court, within thirty days from the date of said notice. At the end of the term allowed for filing such claims for damages, the commissioners, or a majority of them, having previously given notice to all parties interested, of the time, and extent of the route to be examined, by publishing in one or more of the newspapers printed in the city of Providence an advertisement thereof, in three successive papers, at least; shall meet on the premises so intended to be used by said corporation for the purposes aforesaid; and after hearing the parties interested, shall estimate all such damages as they shall think any person shall sustain, by the construction of said railroad through his land, over and above the direct benefits and advantages, which the said commissioners shall judge may accrue to such person from the construction of said railroad through said land. And the said commissioners or a majority of them, shall make return of their doings as soon as may be, to said court of common pleas; and the said court shall thereupon order the said report, or the substance thereof, to be forthwith published in one or more of the newspapers printed in said Providence, three weeks successively, at the expense of the corporation. And if the said corporation, or any person interested, shall be dissatisfied with the estimate of said commissioners, application may be made by such dissatisfied party, at the next term of said court of common pleas, after the return of such report, and after its publication as aforesaid, for a jury to hear and finally determine upon the amount of damages to be assessed in the case complained of; which said application shall be heard and tried under the direction of the court, by a jury, in the same manner that appeals are heard in said court. And if the party injured in his or her estate apply for such jury, and fail to obtain such increase of damages, such party shall be liable for all legal costs arising after the entry of such application for a jury;

and such court shall enter judgment and issue execution accordingly. And if such corporation apply for a jury, and fail to obtain diminution of damages, it shall in like manner be liable for costs; and said court may enter judgment and issue execution for such costs. And if within ten days after the said corporation shall have entered upon the land of any person and commenced the construction of said railroad, it shall not pay or cause to be paid, the damages, if any, so assessed in manner aforesaid, by said commissioners or such jury, such person on whose land operations are so commenced, may have an action of debt against said corporation in any court proper to try the same, to recover such damages; and execution, from whatever court the same may issue, for damages, assessed as aforesaid, and costs, shall be in common form, and may be levied upon the goods, estate and lands of said corporation; and the report of said commissioners when accepted and recorded and not appealed from, in manner aforesaid, or the verdict of a jury returned and recorded, shall forever be a bar to any other action commenced for damages against said corporation, on account of the injury for which such damages were awarded, other than is herein provided. And said commissioners in all cases shall be allowed three dollars a day for their services.

Sec. 9. When the lands or other property, or estate, of any married woman, infant or person non compos mentis, shall be necessary for the construction of said railroad, the husband of such married woman, and the guardians of such infant, or person non compos mentis, may release all damages, in relation to the lands or estates to be taken and appropriated as aforesaid, as they might do if the same were holden by them in their own rights respectively; provided the same be done with the advice and direction of the court of probate of the town where the land or estates lie.

Sec. 10. If any person shall wilfully, maliciously or wantonly, and contrary to law, obstruct the passage of any carriage on said rail-road, or in any way spoil, injure or destroy said rail-road, or any part thereof, or anything belonging thereto, or any materials or implements to be employed in the construction or for the use of said rail-road, he, or any person assisting, aiding

or abetting in such trespass, shall forfeit and pay to said corporation for every such offence, treble such damages as shall be proved before the justice, court or jury before whom the trial shall be had; to be sued for and recovered before any justice, or in any court proper to try the same, by the treasurer of the corporation or other officer whom they may direct, to the use of the said corporation; provided, that nothing in this section contained shall affect any criminal proceedings under, the 18th section of the Act concerning crimes and punishments.

Sec. 11. If the said railroad in the course thereof, shall cross any private way, the said corporation shall so construct said railroad, as not to obstruct the safe and convenient use of said private way; and if said railroad shall not be so constructed, the party aggrieved shall be entitled to his action on the case in any court proper to try the same; and shall recover his reasonable damages for such injury. And if the said railroad shall in the course thereof, cross any canal, turnpike or highway, the said rail-road shall be so constructed as not to impede, or obstruct the safe and convenient use of such canal, turnpike or other highway. And the said corporation shall have power to raise or lower such turnpike or highway, so that the said railroad if necessary, may conveniently pass under or over, or across the same. And if the said corporation shall raise or lower any such turnpike or highway pursuant hereto, and shall not so raise or lower the same as to be satisfactory to the proprietors of such turnpike, or to the town council of the town in which said highway may be situated, as the case may be, said proprietors or town council may require in writing of said corporation, such alteration or amendment as they shall deem necessary. And if the said corporation shall refuse or unreasonably neglect to make the same, such proprietors or town council, as the case may be, may file their complaint with the court of common pleas for the county in which said turnpike or highway may be; and if said court shall adjudge that said alteration is reasonable and proper, they shall decree that the same be made by the said corporation, and render judgment accordingly. And in case said corporation shall neglect to comply with said judgment within the time prescribed by said

court, the said proprietors or town council, as the case may be, may proceed to make such alteration or amendment; and may institute and prosecute to final judgment and execution, in any court proper to try the same, any action of the case against said corporation; and shall therein recover a reasonable indemnity in damages, for all charges, disbursements, labor and services, occasioned by making such alterations and amendments, with costs of suit. The said corporation are hereby required to build and maintain at their own expense fences on both sides of the road, to be constructed by them, at all places where they may be at any time requested by the owners of the lands adjoining said road. And they shall not run or use any car, either for passengers or freight, on any part of their road, until the fences required on such part are completed.

Sec. 12. In all proceedings whether in law or equity, in which said corporation shall be a party, the leaving an attested copy of the writ, summons or other process with any director of said corporation residing in this State, or with the treasurer or agent of said corporation, or at their usual place of business in this State, or either of them, shall be deemed a sufficient service thereof: and all executions that shall issue against said corporation, may be levied on the property of said corporation of every discription; or in such manner as the General Assembly may hereafter prescribe, for the service of process, or levying of execution against said corporation.

Sec. 13. The annual meeting of the members of said corporation, shall be holden in said Providence, on the third Monday of May annually, and until the first annual meeting under this act, Alexander Duncan, Moses B. Ives, William Rhodes, Harvey Chace, James Y. Smith, Christopher S. Rhodes, Joseph Carpenter, Isaac Thurber, Edward H. Sprague, William Jackson, Samuel Wood, John W. Lincoln, Thomas Kinnicutt, Wilbur Kelley, George C. Ballou, Allen O. Peck, George W. Hallett, William Foster, Welcome Farnum, Paul Whiting, Samuel Greene, Amherst Everett, Ebenezer Kelley, Josiah Whitaker and Robert R. Stafford shall be directors of said corporation; and shall hold their said office until a new election by the corporation; a majority of whom shall form a quorum. They shall have power to fill any vacancy in their number;

and to call a meeting of the stockholders if they shall see proper, at any time previous to said annual meeting, for the purpose of choosing directors as is provided in this act. And the annual meeting shall be held at such time and place within this state, as the directors for the time being shall appoint; at which meeting directors shall be chosen by ballot; each proprietor or owner of one share being a member of the corporation; and each member being entitled to one vote for every share owned by him, not exceeding fifty shares; and one vote for every twenty shares more than fifty owned by him; provided that no member shall be entitled to vote upon more than one fourth part of the whole number of shares, unless as proxy for other members; and any member absent may have a right to vote by proxy duly authorised in writing. And a majority of the directors are hereby authorised to call the first meeting of said corporation, by giving notice of the time, and place, ten days before the time mentioned in said notice, by publishing the same in one or more of the newspapers, printed in the city of Providence.

Sec. 14 If the stock shall not have been subscribed for, the company organised, and the location of the route filed with the court of common pleas of the county within which the land proposed to be taken for the use of said railroad is situated, previous to the first day of June, A. D., 1847, or if the stock being so subscribed, the company organised, and the location made as aforesaid, the corporation fail to complete the said railroad before the first day of June, A. D., 1850, in either of the before mentioned cases, this act shall be void and of no effect.

Sec. 15. The said Providence and Worcester Railroad Company are hereby authorised to unite with a railroad company which may be empowered by the legislature of the state of Massachusetts to construct a railroad from the northern terminus of the railroad authorised by this act, to the town of Worcester. And when the two companies shall have so united, the stockholders of one company, shall become stockholders in the other company. And the two companies shall constitute one corporation, by the name of the Providence and Worcester Railroad Company; and all the franchises, pro-

perty, powers and privileges granted or acquired under the authority of the said states respectively, shall be held and enjoyed by all the said stockholder in proportion to the number of shares or amount of property held by them respectively in either or both of said corporations.

Sec. 16. One or more of the directors or other officers of said Providence and Worcester Railroad Company, as is provided in the preceding section, shall at all times be an inhabitant of this state, on whom processes against said company may be legally served; and said company shall be held to answer in the jurisdiction where the service is made and the process is returnable.

Sec. 17. The said company shall keep separate accounts of their expenditures in the states of Rhode-Island and Massachusetts respectively: and two commissioners shall be appointed, one by the Governor of each of said states, to hold their offices for the term of four years. and to be reasonably compensated by said company, who shall decide what portion of all expenditures of said company and of its receipts and profits properly pertain to that part of the road, lying in said states respectively, and the annual report required to be made to the legislature of this state shall be approved by said commissioners.

Sec. 18. The said company and the stockholders therein, so far as their road shall be situated in this State, shall be subject to all the duties and liabilities of the Providence and Worcester Railroad Company created by the provisions of this act, and to the general laws of this State to the same extent as the said Providence and Worcester Railroad Company and the stockholders therein would have been, had the whole line of said Railroad been located within the limits of this state.

Sec. 19. The provisions contained in the four preceding sections shall not take effect until said provisions shall have been accepted by the stockholders of the said two corporations respectively, at legal meetings called for that purpose.

True copy—Witness:

HENRY BOWEN, Sec'ry.

Commonwealth of Massachusetts.

IN THE YEAR ONE THOUSAND EIGHT HUNDRED AND FORTY-FOUR.

AN ACT
To establish the Providence and Worcester Rail Road Company.

Be it enacted by the Senate and House of Representatives in General Court assembled, and by the authority of the same as follows.

Section 1. Samuel Wood, Paul Whiting and John W. Lincoln, their associates and successors, are hereby made a corporation by the name of the Providence and Worcester Railroad Company, with all the powers and privileges, and subject to all the duties, liabilities and provisions contained in that part of the thirty-ninth chapter of the Revised Statutes which relates to Railroad corporations; and in the several statutes subsequently passed, relating to such corporations; and in the forty-fourth chapter of the Revised Statutes; and the said corporation is hereby empowered and authorised to locate, construct and fully complete a Railroad, with one or more tracks, from a point on the Western Railroad, at or near the village of Worcester, and thence in the valley of the Blackstone River, in the towns of Worcester, Millbury, Sutton, Grafton, Northbridge, Uxbridge and Mendon, in the direction towards Providence, in the State of Rhode-Island, to a point in the line in said Mendon, dividing the States of Massachusetts and Rhode-Island; and said corporation is also empowered and authorised to locate, construct and fully complete a Railroad, with one or more tracks, commencing at a point on the Boston and Worcester Railroad, at or near the Grafton depot in the town of Grafton, and thence in the valley of the Little Blackstone River or one of its branches, and the valley of the Little Blackstone River, to a point in said valley near the junction of the Little Blackstone, and the Blackstone Rivers, in the town of Grafton; and thence in the valley of the said Blackstone River, in the towns of Grafton, Northbridge, Uxbridge and Mendon, to a point in the town of Mendon, on the line di-

viding the States of Massachusetts and Rhode-Island, as before mentioned.

Sec. 2. The capital stock of said Railroad Company shall consist of not more than ten thousand shares; the number of which shall be determined from time to time, by the directors thereof; and no assessment shall be laid thereon of a greater amount in the whole, than one hundred dollars on each share; and the said corporation may purchase and hold such real estate on the line of said road, and such materials, cars, engines and other things as may be necessary for depots for the use of said road, and for the transportation of persons goods, and merchandise.

Sec. 3. If the location of said road, on one of the routes before mentioned, be not filed according to law, or if the said Company shall not complete said road on one of said routes, to the extent provided for in the first section of this act, with at least one track, within three years from the date of the same, then the same shall be null and void.

Sec. 4. The legislature may authorize any company to enter with another railroad at any point of said Providence and Worcester railroad, and use the same, or any part thereof, paying therefor such a rate of toll or compensation as the legislature may from time to time prescribe, or that may be fixed under the provisions of any general law of this commonwealth, complying with such rules and regulations as may be established by said Providence and Worcester railroad company: *provided*, *however*, that no other corporation shall enter upon said Providence and Worcester railroad with any motive power, unless the said Providence and Worcester railroad company shall refuse to draw over their road, or any part thereof, the cars of any other railroad corporation which may be authorized to enter with their railroad upon the said Providence and Worcester railroad.

Sec. 5. The legislature may, after the expiration of five years from the time when the said railroad shall be opened for use, from time to time reduce the rate of tolls or other profits, upon said railroad; but the tolls shall not, without the consent of said company, be so reduced as to produce, with said profits, less than ten per cent. per annum.

Sec. 6. Said Providence and Worcester railroad company are hereby authorized to unite with a railroad company which may be empowered by the legislature of Rhode Island to construct a railroad from the southern terminus of the railroad authorized by this act, to the city of Providence; and when the two companies shall have so united, the stockholders of one company shall become stockholders in the other company, and the two companies constitue one corporation, by the name of the Providence and Worcester Railroad Company; and all the franchises, property, powers and privileges granted or acquired under the authority of the said States respectively, shall be held and enjoyed by all the said stockholders in proportion to the number of shares or amount of property held by them respectively, in either or both of said corporations.

Sec. 7. One or more of the directors or other officers of said Providence and Worcester railroad company, as is provided in the preceding section, shall, at all times, be an inhabitant of this commonwealth, on whom processes against said company may be legally served; and said company shall be held to answer in the jurisdiction where the service is made and the process is returnable.

Sec. 8. The said company shall keep separate accounts of their expenditures in Massachusetts and in Rhode-Island respectively; and two commissioners shall be appointed—one by the Governor of each State—to hold their offices for the term of four years, and to be reasonably compensated by said company, who shall decide what portion of all expenditures of said company and of its receipts and profits, properly pertain to that part of the road lying in Massachusetts and Rhode-Island respectively; and the annual report required to be made to the legislature of this commonwealth shall be approved by the said commissioners.

Sec. 9. The said company and the stockholders therein, as far as their road shall be situated in Massachusetts, shall be subject to all the duties and liabilities of the Providence and Worcester railroad company, created by the provisions of this act, and the general laws of this State, to the same extent as the said Providence and Worcester Railroad Company, and the stockholders therein would have been, had the whole line

of said Railroad been located within the limits of Massachusetts.

Sec. 10. The provisions contained in the four preceeding sections, shall not take effect until the legislature of the State of Rhode Island shall have passed an act containing similar provisions, nor until said provisions shall have been accepted by the stockholders of the said two corporations respectively, at legal meetings called for that purpose.

House of Representatives, March 11th, 1844.
Passed to be enacted.
SAMUEL H. WALLEY, Jr., Speaker.

In Senate, March 12th, 1844.
Passed to be enacted.
JOSIAH QUINCY, Jr., Pres't.

Approved March 12th, 1844.
GEO. N. BRIGGS.

Secretary's Office, May 17, 1844.
A true copy—attest. WM. TUFTS,
Deputy Secretary of the Commonwealth.

ROUTE
of the Proposed
PROVIDENCE & WORCESTER
RAIL-ROAD.

PROVIDENCE, FEB.Y
1844.

Drawn & Lith. by S. Atwater & N.B. Schubarht.